

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL OMB Number: 3235-0076 Expires: Estimated average burden hours per response. 16.00

SEC USE ONLY



Name of Offering veleck if this is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: Mew Filing Amendment	□ UŁOE - 06022285
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
SouthWaste Services, Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
12354 Amelia, Houston, Texas 77045	713-413-9400
Address of Principal Business Operations (Number and Street, City, State. Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Liquid waste services	PROCESSED
Type of Business Organization Corporation Imited partnership, already formed business trust Imited partnership, to be formed	please specify): ESCA 30 2003
Actual or Estimated Date of Incorporation or Organization: 012 015 Actual Estim Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	nated FINARGIAL

GENERAL INSTRUCTIONS

Who Must File. All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a tederal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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		A. BASIC ID	ENTIFICATION DATA		
2. Enter the information re	equested for the fo	llowing:			
 Each promoter of 	the issuer, if the is	suer has been organized v	within the past five years;		
 Each beneficial ow 	mer having the pow	er to vote or dispose, or d	freet the vote or disposition	of, 10% or more of a	class of equity securities of the issuer
 Each executive off 	ficer and director o	f corporate issuers and of	f corporate general and mar	naging partners of pa	artnership issuers; and
 Each general and r 	managing partner o	f partnership issuers.			
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	if individual)	and the second s			
Business or Residence Addre 8761 Chatsworth Drive,	•	•	odc)	***************************************	
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre 3460 Ella Lee Lane, Hous		Street, City, State, Zip C	ode)		
Check Box(es) that Apply.	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Stan Daugherty	f individual)				
Business or Residence Addre			ode)		
1400 Post Oak Boulevard	·				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i Michael E. Williams	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		
12354 Amelia, Houston,	Texas 77045				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i The 1818 SBIC Fund L.F					
Business or Residence Addre 140 Broadway, New York			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, in Interfin Environmental L.	*				
Business or Residence Addre 1400 Post Oak Boulevar		•	ode)		
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, i	if individual)				
Business or Residence Addre		•	ode)		

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A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Landmark Investors II, LLC Business or Residence Address (Number and Street, City, State, Zip Code) 160 Federal Street, Boston, MA 02110 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter Beneficial Owner Executive Officer General and/or Check Box(es) that Apply: Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	2. What 3. Does to the common of the period	is the minin the offering the informa ission or sir rson to be li es. list the n ter or dealer (Last name Group I r Residence ana, Suite ssociated B Group I //hich Perso k "All State AK IN NE SC (Last name	permit join tion reques nilar remune steed is an as ame of the b you may s first, if ind Address (N 8800, Hous roker or De Listed Ha s" or check AZ IA NV SD	Ans ment that w It ownershi ted for eace eration for s sociated pe oroker or de set forth the lividual) Number and ton, Texas ealer S Solicited individual AR KS NH TN	wer also in vill be acceding of a sing of a sing of a sing of the person visolicitation or solicitation of sol	Appendix prepared from a gle unit? who has been of purchas ent of a brol ore than fiv ion for that ity. State, 2 s to Solicit LA NM	en or will ters in connecer or dealer (5) person broker or	pe paid or pection with the registered as to be list dealer only	given, dire sales of sed with the Sed are asso	octly or ind curities in the SEC and/or ciated personal formal fo	irectly. an he offering with a state sons of such that we have a such that with a state of such that will be a such that will	yes Yes y s Al Hi MS OR	No DO States I States ID MO PA
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	2. What 3. Does to the common of the period	is the minin the offering the informa ission or sir rson to be li es. list the n ter or dealer (Last name Group I r Residence ana, Suite ssociated B Group I //hich Perso k "All State AK IN NE SC (Last name	permit join tion reques nilar remune steed is an as ame of the b you may s first, if ind Address (N 8800, Hous roker or De Listed Ha s" or check AZ IA NV SD	Ans ment that w It ownershi ted for eace eration for s sociated pe oroker or de set forth the lividual) Number and ton, Texas ealer S Solicited individual AR KS NH TN	wer also in vill be acceding of a sing of a sing of a sing of the person visolicitation or solicitation of sol	Appendix prepared from a gle unit? who has been of purchas ent of a brol ore than fiv ion for that ity. State, 2 s to Solicit LA NM	en or will ters in connecer or dealer (5) person broker or	pe paid or pection with the registered as to be list dealer only	given, dire sales of sed with the Sed are asso	octly or ind curities in the SEC and/or ciated personal formula of the SEC and for the SEC and	irectly. an he offering with a state sons of such that we have a such that with a state of such that will be a such that will	Yes Yes Yes Al Hi MS OR	No No I States ID MO PA
2. What is the minimum investment that will be accepted from any individual? Yes No 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or what a state or states. Its the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, to may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) GulfStar Group I States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) ALL AK AZ AR CAL CO CT DE DC FL GA HT DD IN IA KS KY LA ME MD WA MI MN MO MO MM MN MN MM MN MM MN MM MN MN MM MN MN	3. Does to 4. Enter commits a period or state a broke Full Name GulfStar Gu	the offering the informa ission or sir reson to be li reson to the li reson the li r	permit join tion reques nilar remund sted is an as ame of the b , you may s first, if ind Address (N 3800, Hous roker or De Listed Ha s' or check AZ NV SD	nent that we at ownershi ted for eace eration for sociated peoroker or deset forth the lividual) Number and ton, Texas caler Solicited individual AR KS NH TN	ip of a sing th person vesolicitation terson or age ealer. If me e informati d Street, C. 5 77002 or Intends States)	cpted from gle unit?	en or will lers in connecer or dealer (5) person broker or	pe paid or pection with or registered as to be list dealer only DE MD	given, dire sales of sed with the Sed are asso	ctly or ind curities in t SEC and/or ciated pers	GA MN OK	Yes Yes Al Hi MS OR	No I States ID MO PA
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states. Jist the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) GuifStar Group I Business or Residence Address (Number and Street, City, State, Zip Code) 700 Louislana, Suite 3800, Houston, Texas 77002 Name of Associated Broker or Dealer GuifStar Group I States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States All AK AZ AR CA CO CT DE DC FL GA HI ID IN TA KS KY LA ME MD MA MI MN MS MO INT NE NY NH NJ NM NY NC ND OH OK OR PA Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) All States AL AK AZ AR CA CO CT DE DC FL GA HI ID IN TA KS KY LA ME MD MA MI MN MS MO MT NE NY NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	3. Does to 4. Enter commits a period or state a broke Full Name GulfStar Gu	the offering the informa ission or sir reson to be li reson to the li reson the li r	permit join tion reques nilar remund sted is an as ame of the b , you may s first, if ind Address (N 3800, Hous roker or De Listed Ha s' or check AZ NV SD	nt ownershi ted for eac eration for s sociated pe roker or de tet forth the lividual) Number and ton, Texas ealer S Solicited individual AR KS NH TN	ip of a sing th person v solicitation erson or age ealer. If me e informati d Street, C. s 77002 or Intends States)	who has been of purchas ent of a brol ore than five ion for that ity. State, 2 to Solicit	en or will ters in connecer or deale (5) person broker or Lip Code) Purchasers CT ME NY	DE MD	given, dire sales of sed with the Sed are asso	ctly or ind curities in to EC and/or ciated pers	GA MN OK	Yes y s ie h Hi MS OR	I States ID MO PA
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RT SC SD TN TX UT VT VA WA WV WI WY PR Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)		IN						MD					
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)	RI												
Business or Residence Address (Number and Street, City, State, Zip Code)		SC	SD	[TN]	TX	UT	VT	VA	WA	WV	WI	WY	PR
	Full Name	(Last name	first, if ind	ividual)									
Name of Associated Broker or Dealer	Business o	or Residenc	Address (Number an	d Street, C	City, State,	Zip Code)						
**************************************	Name of A	ssociated B	roker or De	aler		····		·		· · · · · · · · · · · · · · · · · · ·			Parry
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers	States in W	Vhich Perso	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
(Check "All States" or check individual States)										*************		. 🔲 Al	1 States
	[AL]	k All State	AZ	AR	CAI	്ര	CTI	DE	DC	FL	GAI	HI	ומו
ALI AKI AZI ARI CAI COI CTI DEI DCI FLI GAI HII IDI					KY	LA	ME	MD	MA	MI	MN	MS	MO
AL AK AZ AR CA CO CT DE DC FL GA HI ID IL IN IA KS KY LA ME MD MA MI MN MS MO	MT RI	AK			[IN]	NM	NY	NC)	ND	OH W∇	OK WI	OR WY	PA

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	S 0.00	§ 0.00 .
	Equity		s 82.53
	☑ Common ☐ Preferred		
	Convertible Securities (including warrants)	8,252,650.18	8,252,650.18 \$
	Partnership Interests		s 0.00
	Other (Specify)		s 0.00
	Total	8,252,732.71	s 8,252,732.71
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Investors	Dollar Amount of Purchases § 8,252,732.71
	Accredited Investors		\$ 0.00
	Non-accredited Investors	-	
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505	•	\$
	Regulation A		\$
	Rule 504		\$
	Total		s 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		<u> </u>
	Transfer Agent's Fees		\$ 0.00
	Printing and Engraving Costs		\$ 0.00
	Legal Fees		\$ 300,000.00
	Accounting Fees	<u>ست</u>	\$ 45,000.00
	Engineering Fees		\$ 0.00
	Sales Commissions (specify finders' fees separately)	_	\$ 0.00
	Other Expenses (identify) Placement/advisory and debt committment fee		\$ 664,850.00
	Total	[Z]	\$ 1,009,850.00

_	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PR	CHUIS	· · · · · · · · · · · · · · · · · · ·
	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		7,242,882.71 \$
	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.		
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	\$_0.00	\$_0.00
	Purchase of real estate	\$ 0.00	s_0
	Purchase, rental or leasing and installation of machinery and equipment	\$_0.00	ss
	Construction or leasing of plant buildings and facilities	\$ 0.00	s 0.00
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		 ✓ s 7,242,882.
	Repayment of indebtedness		
	Working capital		S_0.00
	Other (specify):	\$_0.00	s 0.00
		\$_0.00	s_0.00
	Column Totals	\$_0.00	✓ \$ 7,242,882.
	Total Payments Listed (column totals added)	Z \$ 7,	242,882.71
-	D. FEDERAL SIGNATURE	ng gran	
	issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice i		ula 505, tha fallowin
'n	ature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commissinformation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Ru	on, upon writte	
บเ	er (Print or Type) Signature	ate / /	
วน	uthWaste Services, Inc.	1/11/0	6
m	ne of Signer (Print or Type) / Title of Signer (Print or Type)		
٦,	MICHAEL E. WILLIAMS CFO & TREASURE	R	

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE									
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?									
	See Appendix, Column 5, for state response.									
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.									
3.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.									
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.									
	uer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned athorized person.									
issuer (Print or Type) Date Date									
SouthV	Vaste Services, Inc. // fullicity / /// /// // /// /// /// /// /// ///									
Name (Print or Type) Title (Print or Type)									
M	ILHAELE, WILLIAMS CFO & TREASURER									

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX											
!	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)			4 Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL											
AK											
AZ											
AR											
CA											
со											
СТ											
DE											
DC											
FL											
GA											
н											
ID											
IL											
IN											
ΙA											
KS											
KY											
LA											
ме											
MD											
МА		×	Series A/Common	1	\$1,500,015.	0	\$0.00		×		
MI											
MN											
MS											

	 			APP	ENDIX	·				
l	Intend to non-a investor	i to sell ccredited s in State -ltem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
мо										
MT										
NE										
NV										
NH										
NJ										
NM										
NY		×	Common/Series A/	1	\$1,200,026	0	\$0.00		×	
NC			Warrant (NY)							
ND	<u> </u>									
OH			j					and the second s		
OK						<u> </u>				
OR										
PA										
RI										
SC										
SD										
TN										
TX		×	Common/Series A/	9	\$5,552,691	0	\$0.00		×	
UT			Warrant (TX)							
VT										
VA										
WA										
wv										
wi										

				APP	ENDEX					
1	to non-a	d to sell accredited is in State	Type of security and aggregate offering price offered in state	4 Type of investor and amount purchased in State (Part C-Item 2)					5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State		No	(Part C-Item 1)	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No No	
PR										